

## CHAPMAN AND CUTLER

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1877-1943  
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RECORDATION NO. 21672-FILED

September 28, 1998

SEP 28 '98

4-40PM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1998-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (BNSF 1998-G), dated September 29, 1998, between NBB Tulsa Lease Co., Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee").

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131-2830

Lessor: NBB Tulsa Lease Co., Ltd.  
c/o Nomura Babcock & Brown Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi, Chuo-ku  
Tokyo 103, Japan

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

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CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1998-G) between NBB Tulsa Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Forth Worth, Texas 76131-2830, dated September 29, 1998, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

Enclosure

Law Offices of  
CHAPMAN AND CUTLER

EXHIBIT A

UNITS	EQUIPMENT	QUANTITY	ROAD NUMBERS
	General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9893 through BNSF 9908, inclusive, and BNSF 9970
	General Electric Company Dash 9-44CW Diesel Electric Locomotives	6	BNSF 4862 through BNSF 4865, inclusive, BNSF 4879, and BNSF 4880

MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1998-G)


Memorandum of Lessor Security Agreement, made and entered into on September 29, 1998 by and between NBB Tulsa Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1998-G), dated September 2, 1998, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

NBB TULSA LEASE CO., LTD.

By 

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this 23 day of September, 1998.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this \_\_\_\_ day of September, 1998.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1998-G)**

Memorandum of Lessor Security Agreement, made and entered into on September 29, 1998 by and between NBB Tulsa Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1998-G), dated September 2, 1998, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

NBB TULSA LEASE CO., LTD.

By \_\_\_\_\_

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of September, 1998.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By  \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this 27 day of September, 1998.

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the 23 day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB TULSA LEASE CO., LTD., that said instrument was signed on September 23, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

CANDI CORCORAN  
Notary Public, State of New York  
No. 01CO5089121  
Qualified in Queens County  
Commission Expires Dec. 12, 1999

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.:

On this, the \_\_\_\_\_ day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on September \_\_\_\_, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_ day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB TULSA LEASE CO., LTD., that said instrument was signed on September \_\_\_, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.:

On this, the 24<sup>th</sup> day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on September 24, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dorothy V. Schaeetzle  
Name: DOROTHY V. SCHAETZLE  
Notary Public  
My Commission Expires: 11/20/00  
Residing in Lake In The Hills

EXHIBIT A

EQUIPMENT	UNITS	ROAD NUMBERS
QUANTITY		
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9893 through BNSF 9908, inclusive, and BNSF 9970
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## EXHIBIT A

### UNITS

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